



ENTERED  
02/26/2010

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
CORPUS CHRISTI DIVISION

IN RE:	§	CASE NO. 10-20041
	§	
AMIDEE CAPITAL GROUP, INC., ET AL.,	§	CHAPTER 11
	§	
DEBTORS.	§	(Jointly Administered)

**SECOND INTERIM ORDER GRANTING MOTION (A) AUTHORIZING USE OF  
CASH COLLATERAL PURSUANT TO SECTION 363(C) OF THE BANKRUPTCY  
CODE AND (B) SCHEDULING A FINAL HEARING PURSUANT TO BANKRUPTCY  
RULE 4001 AS TO USE OF CASH COLLATERAL  
(Relates to Doc. No. 7)**

On February 23, 2010, a hearing was held on the Motion of the Debtors for Interim and Final Orders (A) Authorizing Use of Cash Collateral Pursuant To Section 363(c) Of The Bankruptcy Code And (B) Scheduling a Final Hearing Pursuant To Bankruptcy Rule 4001 As To Use Of Cash Collateral (the "Motion") [Doc No. 7; and Case No. 10-20007, Doc No. 6]. Upon consideration of the Motion, the record in this bankruptcy case and the arguments of counsel, the Court finds and concludes, that just cause exists for the relief granted and providing the adequate protection described herein.

THEREFORE, IT IS HEREBY ORDERED that:

- (a) The relief described herein is **GRANTED**.
- (b) The objection of Lone Star Bank to the Motion is overruled and the objection of Sterling Bank to the Motion is granted in part and overruled in part pending a Final Hearing.
- (c) The Debtors are authorized to continue to use Cash Collateral<sup>1</sup> on an interim basis for the purpose of meeting their post petition obligations in the ordinary course of business, including payment of post petition bills and expenses such as rent, utilities, maintenance, payroll, taxes and miscellaneous expenses to operate and maintain the property of the estate in the

<sup>1</sup> All terms not specifically defined herein shall have the meaning ascribed to them in the Motion.

ordinary course of their business, all in accordance, and in a manner not materially inconsistent, with the Interim Budgets attached hereto as **Exhibit A**, for the period from February 24, 2010 until the Final Hearing. All Cash Collateral whether on hand as of the Petition Date or received post petition by the Debtors shall be collected, received, and maintained by the Debtors in separate debtor in possession accounts ("DIP Accounts") at Sterling Bank; and, other than as specified in the attached Interim Budgets, the Cash Collateral from one Debtor shall not be comingled with cash or Cash Collateral from another Debtor. For purposes of this paragraph, a "material" inconsistency with the Interim Budgets shall occur when a specific Debtor's cumulative expenditures exceed five percent (5%) of the aggregate total expenses provided for in the Interim Budget for that Debtor or when the cumulative amount spent by a specific Debtor on any one line item contained in the Interim Budgets is exceeded by ten percent (10%).

(d) As shown on the Interim Budgets, the Debtors may loan a limited amount of Cash Collateral to ACG in order to support the overall operations of the Debtors. The amounts that may be loaned for corporate overhead, which the Lenders contest and shall be further considered at the Final Hearing (the "Overhead Allocation"),<sup>2</sup> to the extent paid out of Cash Collateral, shall be held by ACG in a DIP Account at Sterling Bank until spent pursuant to the Interim Budgets. Each Debtor lending Overhead Allocation payments during the term of this Interim Order shall be entitled to an administrative priority claim pursuant to §§ 503(b)(1) and 507(a)(2) against ACG's bankruptcy estate for the amount of Overhead Allocation loaned by the respective Debtor ("Subsidiary Overhead Claims"). By agreeing to the allowance of these Subsidiary Overhead Claims, ACG does not waive or alter its right to seek its own claim against the Subsidiary Debtors pursuant to §§ 503(b) and 507(a)(2) for the costs it incurs on their behalf in these

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<sup>2</sup> This amount is shown on the Interim Budgets in the row labeled "Loan for Corporate Overhead."

Reorganization Cases, including any and all costs satisfied through the Overhead Allocation payment.

(e) To the extent Lone Star Bank, National Guardian Life Insurance, NCN Lending, LLC and Sterling Bank (the "Lenders") have valid, perfected security interests, they are hereby granted the following interim adequate protection:

(1) **Replacement Liens:** valid, perfected, and enforceable replacement security interests in and liens and mortgages upon all categories of property of the Debtors and their estates upon which the Lenders held valid, perfected, prepetition liens, security interests, and mortgages, and all proceeds, rents, products, or profits thereof, including, without limitation, the collateral owned by the Debtors as of the Petition Date; and additional security interests in and liens on any Subsidiary Overhead Claims held by a specific Lender's borrower as further adequate protection for the use of the Cash Collateral (collectively, "Post Petition Collateral").

(2) **Superpriority Claims:** to the extent the replacement liens and adequate protection payments provided in this Interim Order are insufficient to adequately protect the Lenders' interests in their Collateral, each Lender shall be entitled to a superpriority administrative claim in an amount equivalent to any diminution in the overall value of their Collateral (both Prepetition and Post Petition Collateral) during the term of this Interim Order, pursuant to § 507(b) of the Bankruptcy Code.

(3) **Financial and Business Reports:** in addition to the reports required by the Lenders, on or before the twentieth (20th) day of each month, the Debtors shall deliver to such Lenders, a copy of the monthly operating report they are required to file with the Court. By the tenth (10th) day of each month the Debtors shall provide the Lenders with current rent rolls for each property on which the Lenders have Prepetition liens.

(4) **Books and Records:** in addition to the inspection of records required by the Lenders, the Debtors shall allow the Lenders to review and copy, upon prior written request, (i) all vouchers, invoices, contracts and other writings relating to any and all disbursements made or obligations incurred by the Debtors with respect to the maintenance and operation of the business that generates the Lender's Cash Collateral, and (ii) any and all other books and records of the Debtors pertaining to the Debtors' use of the Lender's Cash Collateral.

(5) **Audits and Inspections:** Upon forty-eight (48) hours prior notice by telecopy or courier, the Debtors shall permit representatives, agents and/or employees of the Lenders to visit, inspect, have reasonable access to and consult

with, as the case may be, (i) the Debtors' books and records, (ii) the personnel of the Debtors who are familiar with the Debtors' books and records or the information set forth therein, and (iii) such other information as the Lenders may reasonably request, and shall cooperate and consult with, and provide to such representatives, agents, and/or employees all such information as they may reasonably request.

(6) **Additional Adequate Protection:** As additional adequate protection to Lone Star Bank, NCN Lending, LLC and to Sterling Bank, on or before the twenty-second (22nd) day of each month the Debtors shall make the payments to Lone Star Bank, NCN Lending, LLC and to Sterling Bank in the amounts shown on the Interim Budgets; such sums received by the Lenders shall be applied to the balance due to the Lenders, provided, however, that any application of payments to post petition interest or fees shall be without prejudice to the Debtors' right to later seek to have the payments re-characterized and applied to principal to the extent it is later determined that a Lender is not fully secured.

(f) In the event of the termination of the Debtors' authority to use Cash Collateral ("Termination Date"), whether through expiration of this or any subsequent order or through the termination of such authority due to appointment of a chapter 11 trustee, dismissal of these Reorganization Cases or conversion of these Reorganization Cases to chapter 7, the Debtors may continue to use Cash Collateral (i) to pay their share of the Overhead Allocation set forth in the Interim Budgets in an amount sufficient to pay the Debtors' professionals' fees and expenses which were accrued but unpaid as of the Termination Date up to the amounts set forth in the Interim Budget provided, however, the further use of cash collateral to pay such accrued and unpaid amounts shall not apply if the Debtors have failed to pay Lenders as set forth in subparagraph (e)(6) of this Interim Order; and (ii) to pay fees pursuant to 28 U.S.C. § 1930 incurred through the Termination Date. All liens on the Cash Collateral, whether granted pursuant to order of this Court or obtained by other means shall be subordinate and subject to the rights of the parties to whom the payments in (i) and (ii) above are due.

(g) The Debtors shall continue to maintain insurance with respect to all Prepetition Collateral and Post Petition Collateral, both real and personal property, for the purposes and in

the amounts maintained by the Debtors in accordance with the requirements of the loan documents, between the Debtors and Lenders, containing a standard mortgagee clause for the benefit and on behalf of Lenders, named as loss payee.

(h) Except as expressly provided herein, this Order is not to be deemed, and shall not constitute, a waiver of any default under the loan documents or of any rights, claims, defenses of the Debtors or Lenders under the Bankruptcy Code or otherwise. Nothing contained herein shall constitute an admission as to, or shall be used to determine the value of, any entity's claimed collateral for any purpose.

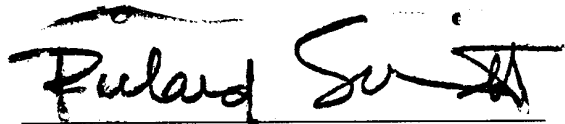
(i) This Order shall terminate at the conclusion of the Final Hearing except to the extent the provisions hereof are continued in effect after the Final Hearing. The entry of this Order shall have no evidentiary or presumptive effect with regard to the Final Hearing, nor shall any party be estopped from any objection or contention with respect to the Final Hearing and is without prejudice to any assertion by Lenders that the Reorganization Cases were filed without authority, provided that the terms and conditions of the respective rights and obligations of the parties set forth herein shall nevertheless remain binding, valid, and in full force and effect for the Cash Collateral used and diminution in value of Prepetition Collateral occurring during the term of this Order.

(j) The Final Hearing on the Motion pursuant to Bankruptcy Rule 4001(c)(2) is set on March 25, 2010 at 2:00 P.M. before this Court. The Debtors shall file and serve a proposed Final Budget to be approved at the Final Hearing, *in Corpus Christi*, no later than March 17, 2010. The Debtors shall promptly mail copies of this Order to all parties listed on the Official Limited Service List approved in these cases as well as those parties that have filed a notice of appearance requesting notice. Any party-in-interest objecting to the relief sought at the Final Hearing shall serve and

file written objections, which objections shall be served upon (a) counsel for the Debtors, (b) counsel for the Lenders, if any, and (c) the Office of the U.S. Trustee for the Southern District of Texas, and shall be filed with the Clerk of the United States Bankruptcy Court for the Southern District of Texas, to allow actual receipt of the foregoing no later than March 22, 2010 at 5:00 p.m. Central Standard Time.

IT IS SO ORDERED.

Dated: FEB 26 2010 ..



THE HONORABLE RICHARD S. SCHMIDT  
UNITED STATES BANKRUPTCY JUDGE

**APPROVED AS TO FORM:**

**OKIN ADAMS & KILMER LLP**

/s/ Matthew S. Okin

Matthew S. Okin  
1113 Vine St. Suite 201  
Houston, TX 77002  
Telephone: (713) 228-4100  
Facsimile: (888) 865-2118

**PROPOSED ATTORNEYS FOR THE  
DEBTORS**

**WINSTEAD PC**

/s/ Joseph G. Epstein

Joseph G. Epstein  
1100 JPMorgan Chase Tower, 600 Travis Street  
Houston, Texas 77002  
Telephone: (713) 650-8400  
Facsimile: (713) 650-2400

**COUNSEL FOR STERLING BANK**

**SCHAUER & SIMANK, P.C.**

/s/ Ronald A. Simank

Ronald A. Simank  
615 North Upper Broadway  
Suite 2000-MSC 159  
Corpus Christi, Texas 78477  
Telephone: (361) 884-2800  
Facsimile: (361) 884-2822

**COUNSEL FOR NATIONAL GUARDIAN  
LIFE INSURANCE COMPANY**

FINDLAY APARTMENTS - 6-MONTHS CASH FLOW PROJECTIONS									
	January 18th to 31st 1	February Full Month 2	March Full Month 3	April Full Month 4	May Full Month 5	June Full Month 6	6-Mths Ending 6/30/2010		
<b>Cash Flow Summary - (\$)</b>									
Findlay Apartments									
Week Ending Date									
Week Number									
<b>Receipts</b>									
Total Rents	\$ 175	\$ 3,150	\$ 3,500	\$ 3,500	\$ 3,500	\$ 3,500	\$ 17,325		
Laundry Revenue	\$ -	\$ 35	\$ 35	\$ 35	\$ 35	\$ 35	\$ 175		
Other	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		
<b>Total Receipts</b>	\$ 175	\$ 3,185	\$ 3,535	\$ 3,535	\$ 3,535	\$ 3,535	\$ 17,500		
<b>Disbursements</b>									
Onsite Payroll	\$ -	\$ (569)	\$ (569)	\$ (569)	\$ (569)	\$ (569)	\$ (2,846)		
Total Building Utilities and Maintenance	\$ -	\$ (1,074)	\$ (537)	\$ (537)	\$ (537)	\$ (537)	\$ (3,222)		
CapEx / Maintenance CapEx	\$ -	\$ (100)	\$ (100)	\$ (100)	\$ (100)	\$ (100)	\$ (500)		
Management Fee to ACG	\$ (5)	\$ (95)	\$ (105)	\$ (105)	\$ (105)	\$ (105)	\$ (520)		
Contribution to Corporate Overhead	\$ -	\$ (616)	\$ (627)	\$ (619)	\$ (619)	\$ (619)	\$ (3,100)		
Total Insurance Premiums	\$ -	\$ -	\$ (519)	\$ (190)	\$ (190)	\$ (190)	\$ (1,089)		
Other	\$ -	\$ -	\$ (100)	\$ (100)	\$ (100)	\$ (100)	\$ (400)		
<b>Total Disbursements</b>	\$ (5)	\$ (2,453)	\$ (2,557)	\$ (2,220)	\$ (2,220)	\$ (2,220)	\$ (11,676)		
<b>Operating Cash Flow</b>	\$ 170	\$ 732	\$ 978	\$ 1,315	\$ 1,315	\$ 1,315	\$ 5,824		
<b>Restructuring Activity</b>									
Professional Fees	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		
Trustee Fees	\$ -	\$ -	\$ (650)	\$ -	\$ -	\$ (650)	\$ (1,300)		
Other Costs	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		
<b>Total Restructuring Costs</b>	\$ -	\$ -	\$ (650)	\$ -	\$ -	\$ (650)	\$ (1,300)		
<b>Beginning Available Balance (Cash)</b>	\$ 824	\$ 993	\$ 1,725	\$ 2,053	\$ 3,368	\$ 4,683	\$ 824		
<b>Net Cash Flow from Operations</b>	\$ 170	\$ 732	\$ 328	\$ 1,315	\$ 1,315	\$ 665	\$ 4,524		
<b>Available Balance Subtotal pre Debt Service</b>	\$ 993	\$ 1,725	\$ 2,053	\$ 3,368	\$ 4,683	\$ 5,347	\$ 5,347		
<b>Debt Service</b>									
DIP Facility	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		
Draws/Paydowns on Revolver or other Borrowing	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		
Other (Bank Fees)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		
<b>Total Principal &amp; Interest Payments</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		
<b>Ending Available Balance (Cash)</b>	\$ 993	\$ 1,725	\$ 2,053	\$ 3,368	\$ 4,683	\$ 5,347	\$ 5,347		

**Cash Flow Summary - (\$)**  
**Coastal Breeze Apartments**  
**Week Ending Date**  
**Week Number**

**Receipts**

**Total Rents**

**Laundry Revenue**

**Other**

**Total Receipts**

**Disbursements**

**Onsite Payroll**

**Total Building Utilities and Maintenance**

**CapEx / Maintenance CapEx**

**Management Fee to ACG**

**Contribution to Corporate Overhead**

**Total Insurance Premiums**

**Other**

**Total Disbursements**

**Operating Cash Flow**

**Restructuring Activity**

**Professional Fees**

**Trustee Fees**

**Other Costs**

**Total Restructuring Costs**

**Beginning Available Balance (Cash)**

**Net Cash Flow from Operations**

**Available Balance Subtotal pre Debt Service**

**Debt Service**

**DIP Facility**

**Sterling Bank - Total**

**Draws/Paydowns on Revolver or other Borrowing**

**Other (Bank Fees)**

**Total Principal & Interest Payments**

**Ending Available Balance (Cash)**

**COASTAL BREEZE APARTMENTS - 6-MONTHS CASH FLOW PROJECTIONS**

	January 18th to 31st 1	February Full Month 2	March Full Month 3	April Full Month 4	May Full Month 5	June Full Month 6	6-Mths Ending 6/30/2010
\$	2,185	\$ 22,100	\$ 22,500	\$ 22,500	\$ 22,500	\$ 22,500	\$ 114,285
\$	-	\$ 450	\$ 450	\$ 450	\$ 450	\$ 450	\$ 2,250
\$	-	\$ 150	\$ 150	\$ 150	\$ 150	\$ 150	\$ 750
\$	2,185	\$ 22,700	\$ 23,100	\$ 23,100	\$ 23,100	\$ 23,100	\$ 117,285
\$	-	\$ (983)	\$ (983)	\$ (983)	\$ (983)	\$ (983)	\$ (4,915)
\$	-	\$ (10,625)	\$ (6,025)	\$ (6,675)	\$ (6,675)	\$ (6,675)	\$ (36,675)
\$	-	\$ (1,750)	\$ (1,750)	\$ (1,750)	\$ (1,750)	\$ (1,750)	\$ (8,750)
\$	(66)	\$ (663)	\$ (675)	\$ (675)	\$ (675)	\$ (675)	\$ (3,429)
\$	-	\$ (4,321)	\$ (5,032)	\$ (4,979)	\$ (4,979)	\$ (4,979)	\$ (24,291)
\$	-	\$ (2,642)	\$ (2,986)	\$ (1,687)	\$ (1,687)	\$ (1,687)	\$ (10,689)
\$	(66)	\$ (20,984)	\$ (17,450)	\$ (16,750)	\$ (16,750)	\$ (16,750)	\$ (88,749)
\$	2,119	\$ 1,716	\$ 5,650	\$ 6,350	\$ 6,350	\$ 6,350	\$ 28,536
\$	-	\$ -	\$ (650)	\$ -	\$ -	\$ (650)	\$ (1,300)
\$	-	\$ -	\$ (650)	\$ -	\$ -	\$ (650)	\$ (1,300)
\$	6,829	\$ 8,949	\$ 7,536	\$ 8,036	\$ 9,936	\$ 11,835	\$ 6,829
\$	2,119	\$ 1,716	\$ 5,000	\$ 6,350	\$ 6,350	\$ 5,700	\$ 27,236
\$	8,949	\$ 10,665	\$ 12,536	\$ 14,386	\$ 16,286	\$ 17,536	\$ 34,065
\$	-	\$ (3,128)	\$ (4,500)	\$ (4,451)	\$ (4,451)	\$ (4,451)	\$ (20,985)
\$	-	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
\$	-	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
\$	-	\$ (3,128)	\$ (4,500)	\$ (4,451)	\$ (4,451)	\$ (4,451)	\$ (20,985)
\$	8,949	\$ 7,536	\$ 8,036	\$ 9,936	\$ 11,835	\$ 13,085	\$ 13,085



Cash Flow Summary - (\$)

Park Place Apartments

Week Ending Date

Week Number

Receipts

Total Rents

Laundry Revenue

Other

Total Receipts

Disbursements

Onsite Payroll

Total Building Utilities and Maintenance

Landscaping & Plant Maintenance (US Lawn)

CapEx / Maintenance CapEx

Management Fee to ACG

Contribution to Corporate Overhead

Total Insurance Premiums

Other

Total Disbursements

Operating Cash Flow

Restructuring Activity

Professional Fees

Trustee Fees

Other Costs

Total Restructuring Costs

Beginning Available Balance (Cash)

Net Cash Flow from Operations

Available Balance Subtotal pre Debt Service

Debt Service

DIP Facility

Sterling Bank - Total

Draws/Paydowns on Revolver or other Borrowing

Other (Bank Fees)

Total Principal & Interest Payments

Ending Available Balance (Cash)

PARK PLACE APARTMENTS - 6-MONTHS CASH FLOW PROJECTIONS

	January 18th to 31st 1	February Full Month 2	March Full Month 3	April Full Month 4	May Full Month 5	June Full Month 6	6-Mths Ending 6/30/2010
\$	5,225	\$ 22,490	\$ 22,500	\$ 22,500	\$ 22,500	\$ 22,500	\$ 117,715
\$	-	\$ 500	\$ 500	\$ 500	\$ 500	\$ 500	\$ 2,500
\$	-	\$ 500	\$ 500	\$ 500	\$ 500	\$ 500	\$ 2,500
\$	5,225	\$ 23,490	\$ 23,500	\$ 23,500	\$ 23,500	\$ 23,500	\$ 122,715
\$	-	\$ (2,547)	\$ (2,547)	\$ (2,547)	\$ (2,547)	\$ (2,547)	\$ (12,735)
\$	-	\$ (14,910)	\$ (8,725)	\$ (9,225)	\$ (9,725)	\$ (9,725)	\$ (52,310)
\$	-	\$ (150)	\$ (150)	\$ (150)	\$ (150)	\$ (150)	\$ (750)
\$	-	\$ (2,500)	\$ (2,500)	\$ (2,500)	\$ (2,500)	\$ (2,500)	\$ (12,500)
\$	(157)	\$ (675)	\$ (675)	\$ (675)	\$ (675)	\$ (675)	\$ (3,531)
\$	-	\$ (4,397)	\$ (5,532)	\$ (5,479)	\$ (5,479)	\$ (5,479)	\$ (26,367)
\$	-	\$ -	\$ (2,188)	\$ (802)	\$ (802)	\$ (802)	\$ (4,594)
\$	-	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
\$	(157)	\$ (25,179)	\$ (22,316)	\$ (21,379)	\$ (21,879)	\$ (21,879)	\$ (112,788)
\$	5,068	\$ (1,689)	\$ 1,184	\$ 2,121	\$ 1,621	\$ 1,621	\$ 9,927
\$	-	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
\$	-	\$ -	\$ (650)	\$ -	\$ -	\$ (650)	\$ (1,300)
\$	-	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
\$	-	\$ -	\$ (650)	\$ -	\$ -	\$ (650)	\$ (1,300)
\$	5,644	\$ 10,712	\$ 9,023	\$ 8,057	\$ 8,678	\$ 8,800	\$ 5,644
\$	5,068	\$ (1,689)	\$ 534	\$ 2,121	\$ 1,621	\$ 971	\$ 8,627
\$	10,712	\$ 9,023	\$ 9,557	\$ 10,178	\$ 10,300	\$ 9,771	\$ 14,271
\$	-	\$ -	\$ -	\$ (1,500)	\$ (1,500)	\$ (1,500)	\$ (6,000)
\$	-	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
\$	-	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
\$	-	\$ -	\$ (1,500)	\$ (1,500)	\$ (1,500)	\$ (1,500)	\$ (6,000)
\$	-	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
\$	-	\$ -	\$ (1,500)	\$ (1,500)	\$ (1,500)	\$ (1,500)	\$ (6,000)
\$	10,712	\$ 9,023	\$ 8,057	\$ 8,678	\$ 8,800	\$ 8,271	\$ 8,271

Cash Flow Summary - (\$)

Oak Pointe Apartments

Week Ending Date

Week Number

Receipts

Total Rents

Laundry Revenue

Other

Total Receipts

Disbursements

Onsite Payroll

Total Building Utilities and Maintenance

Landscaping & Plant Maintenance (Jesus Maldonado)

CapEx / Maintenance CapEx

Management Fee to ACG

Contribution to Corporate Overhead

Total Insurance Premiums

Other

Total Disbursements

Operating Cash Flow

Restructuring Activity

Professional Fees

Trustee Fees

Other Costs

Total Restructuring Costs

Beginning Available Balance (Cash)

Net Cash Flow from Operations

Available Balance Subtotal pre Debt Service

Debt Service

DIP Facility

Sterling Bank - Total

Draws/Paydowns on Revolver or other Borrowing

Other (Bank Fees)

Total Principal & Interest Payments

Ending Available Balance (Cash)

OAK POINTE APARTMENTS - 6-MONTHS CASH FLOW PROJECTIONS

	January 18th to 31st 1	February Full Month 2	March Full Month 3	April Full Month 4	May Full Month 5	June Full Month 6	6-Mths Ending 6/30/2010
\$	4,220	\$ 62,676	\$ 67,500	\$ 69,000	\$ 69,000	\$ 69,000	\$ 341,398
\$	-	\$ 500	\$ 500	\$ 500	\$ 500	\$ 500	\$ 2,500
\$	625	\$ 2,500	\$ 2,500	\$ 2,500	\$ 2,500	\$ 2,500	\$ 13,125
\$	4,845	\$ 65,676	\$ 70,500	\$ 72,000	\$ 72,000	\$ 72,000	\$ 357,021

\$	-	\$ (11,127)	\$ (11,127)	\$ (11,127)	\$ (11,127)	\$ (11,127)	\$ (55,635)
\$	-	\$ (27,984)	\$ (12,609)	\$ (12,609)	\$ (12,059)	\$ (12,009)	\$ (77,279)
\$	-	\$ (1,500)	\$ (750)	\$ (750)	\$ (750)	\$ (750)	\$ (4,500)
\$	-	\$ (3,500)	\$ (3,500)	\$ (3,500)	\$ (3,500)	\$ (3,500)	\$ (17,500)
\$	(127)	\$ (1,880)	\$ (2,025)	\$ (2,070)	\$ (2,070)	\$ (2,070)	\$ (10,242)
\$	-	\$ (12,255)	\$ (18,095)	\$ (18,204)	\$ (18,204)	\$ (18,204)	\$ (84,961)
\$	-	\$ -	\$ (6,975)	\$ (2,558)	\$ (2,558)	\$ (2,558)	\$ (14,648)
\$	-	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
\$	(127)	\$ (58,246)	\$ (55,082)	\$ (50,817)	\$ (50,267)	\$ (50,217)	\$ (264,752)

\$	4,718	\$ 7,430	\$ 15,418	\$ 21,183	\$ 21,733	\$ 21,783	\$ 92,266
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\$	-	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
\$	-	\$ -	\$ (1,625)	\$ -	\$ -	\$ (1,625)	\$ (3,250)
\$	-	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
\$	-	\$ -	\$ (1,625)	\$ -	\$ -	\$ (1,625)	\$ (3,250)

\$	5,215	\$ 9,933	\$ 8,491	\$ 4,285	\$ 7,418	\$ 11,101	\$ 5,215
\$	4,718	\$ 7,430	\$ 13,793	\$ 21,183	\$ 21,733	\$ 20,158	\$ 89,014
\$	9,933	\$ 17,363	\$ 22,285	\$ 25,467	\$ 29,151	\$ 31,259	\$ 94,229

\$	-	\$ (8,872)	\$ (18,000)	\$ (18,049)	\$ (18,049)	\$ (18,049)	\$ (81,019)
\$	-	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
\$	-	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
\$	-	\$ (8,872)	\$ (18,000)	\$ (18,049)	\$ (18,049)	\$ (18,049)	\$ (81,019)

\$	9,933	\$ 8,491	\$ 4,285	\$ 7,418	\$ 11,101	\$ 13,210	\$ 13,210
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Cash Flow Summary - (\$)

Harbour Glen Apartments

Week Ending Date

Week Number

Receipts

Total Rents

Laundry Revenue

Other

Total Receipts

Disbursements

Onsite Payroll

Total Building Utilities and Maintenance

Landscaping & Plant Maintenance

CapEx / Maintenance CapEx

Management Fee to ACG

Contribution to Corporate Overhead

Total Insurance Premiums

Other

Total Disbursements

Operating Cash Flow

Restructuring Activity

Professional Fees

Trustee Fees

Other Costs

Total Restructuring Costs

Beginning Available Balance (Cash)

Net Cash Flow from Operations

Available Balance Subtotal pre Debt Service

Debt Service

DIP Facility

Lone Star Bank - Total

Draws/Paydowns on Revolver or other Borrowing

Other (Bank Fees)

Total Principal & Interest Payments

Ending Available Balance (Cash)

HARBOUR GLEN APARTMENTS - 6-MONTHS CASH FLOW PROJECTIONS

January 18th to 31st	February	March	April	May	June	6-Mths Ending 6/30/2010
1	2	3	4	5	6	

\$ 3,800	\$ 35,390	\$ 35,400	\$ 36,000	\$ 36,000	\$ 36,000	\$ 182,590
\$ -	\$ 150	\$ 150	\$ 150	\$ 150	\$ 150	\$ 750
\$ -	\$ 300	\$ 300	\$ 300	\$ 300	\$ 300	\$ 1,500
\$ 3,800	\$ 35,840	\$ 35,850	\$ 36,450	\$ 36,450	\$ 36,450	\$ 184,840

\$ -	\$ (5,176)	\$ (5,176)	\$ (5,176)	\$ (5,176)	\$ (5,176)	\$ (25,880)
\$ -	\$ (7,630)	\$ (4,490)	\$ (4,490)	\$ (4,390)	\$ (4,390)	\$ (25,390)
\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
\$ -	\$ (1,750)	\$ (1,750)	\$ (1,750)	\$ (1,750)	\$ (1,750)	\$ (8,750)
\$ (114)	\$ (1,062)	\$ (1,062)	\$ (1,080)	\$ (1,080)	\$ (1,080)	\$ (5,478)
\$ -	\$ (6,920)	\$ (4,243)	\$ (6,367)	\$ (6,367)	\$ (6,367)	\$ (30,264)
\$ -	\$ (6,782)	\$ (5,333)	\$ (3,472)	\$ (3,472)	\$ (3,472)	\$ (22,531)
\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
\$ (114)	\$ (29,319)	\$ (22,054)	\$ (22,335)	\$ (22,235)	\$ (22,235)	\$ (118,293)

\$ 3,686	\$ 6,521	\$ 13,796	\$ 14,115	\$ 14,215	\$ 14,215	\$ 66,547
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\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
\$ -	\$ -	\$ (975)	\$ -	\$ -	\$ (975)	\$ (1,950)
\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
\$ -	\$ -	\$ (975)	\$ -	\$ -	\$ (975)	\$ (1,950)

\$ 3,907	\$ 7,593	\$ 1,224	\$ 1,155	\$ 2,380	\$ 3,704	\$ 3,907
\$ 3,686	\$ 6,521	\$ 12,821	\$ 14,115	\$ 14,215	\$ 13,240	\$ 64,597
\$ 7,593	\$ 14,114	\$ 14,045	\$ 15,270	\$ 16,594	\$ 16,944	\$ 68,504

\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
\$ -	\$ (12,890)	\$ (12,890)	\$ (12,890)	\$ (12,890)	\$ (12,890)	\$ (64,450)
\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
\$ -	\$ (12,890)	\$ (12,890)	\$ (12,890)	\$ (12,890)	\$ (12,890)	\$ (64,450)

\$ 7,593	\$ 1,224	\$ 1,155	\$ 2,380	\$ 3,704	\$ 4,054	\$ 4,054
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SYLVANFIELD OFFICE BUILDING - 6 MONTHS CASH FLOW PROJECTIONS									
	January 18th to 31st 1	February Full Month 2	March Full Month 3	April Full Month 4	May Full Month 5	June Full Month 6	6-Mths Ending 6/30/2010		
<b>Cash Flow Summary - (\$)</b>									
Sylvanfield Office Building									
Week Ending Date									
Week Number									
<b>Receipts</b>									
Total Rents	\$ 11,625	\$ 3,886	\$ 3,886	\$ 3,886	\$ 3,886	\$ 3,886	\$ 3,886	\$ 31,054	
Reimbursable Expenses	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
<b>Total Receipts</b>	\$ 11,625	\$ 3,886	\$ 3,886	\$ 3,886	\$ 3,886	\$ 3,886	\$ 3,886	\$ 31,054	
<b>Disbursements</b>									
Total Building Utilities and Maintenance	\$ -	\$ (4,803)	\$ (2,540)	\$ (2,590)	\$ (2,040)	\$ (2,590)	\$ (14,563)		
CapEx / Maintenance CapEx	-	(1,000)	(750)	(750)	(750)	(750)	(4,000)		
Management Fee to ACG	\$ (349)	\$ (117)	\$ (117)	\$ (117)	\$ (117)	\$ (117)	\$ (932)		
Contribution to Corporate Overhead	\$ -	\$ (760)	\$ (696)	\$ (687)	\$ (687)	\$ (687)	\$ (3,518)		
Total Insurance Premiums	\$ -	\$ -	\$ (2,000)	\$ (683)	\$ (683)	\$ (683)	\$ (4,050)		
Other	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		
<b>Total Disbursements</b>	\$ (349)	\$ (6,679)	\$ (6,103)	\$ (4,827)	\$ (4,277)	\$ (4,827)	\$ (27,062)		
<b>Operating Cash Flow</b>	\$ 11,276	\$ (2,793)	\$ (2,217)	\$ (941)	\$ (391)	\$ (941)	\$ (941)	\$ 3,992	
<b>Restructuring Activity</b>									
Professional Fees	-	-	-	-	-	-	-		
Trustee Fees	-	-	(650)	-	-	(650)	(1,300)		
Other Costs	-	-	-	-	-	-	-		
<b>Total Restructuring Costs</b>	\$ -	\$ -	\$ (650)	\$ -	\$ -	\$ (650)	\$ (1,300)		
<b>Beginning Available Balance (Cash)</b>	\$ -	\$ 11,276	\$ 8,483	\$ 5,616	\$ 4,675	\$ 4,283	\$ 4,283		
<b>Net Cash Flow from Operations</b>	\$ 11,276	\$ (2,793)	\$ (2,867)	\$ (941)	\$ (391)	\$ (1,591)	\$ 2,692		
<b>Available Balance Subtotal pre Debt Service</b>	\$ 11,276	\$ 8,483	\$ 5,616	\$ 4,675	\$ 4,283	\$ 2,692	\$ 2,692		
<b>Debt Service</b>									
DIP Facility	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		
National Guardian Life - Total	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		
Draws/Paydowns on Revolver or other Borrowing	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		
Other (Bank Fees)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		
<b>Total Principal &amp; Interest Payments</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		
<b>Ending Available Balance (Cash)</b>	\$ 11,276	\$ 8,483	\$ 5,616	\$ 4,675	\$ 4,283	\$ 2,692	\$ 2,692		

Cash Flow Summary - (\$)  
 Staples Street Office Building  
 Week Ending Date  
 Week Number

Receipts  
 Total Rents  
 Reimbursable Expenses  
 Other  
 Total Receipts

Disbursements  
 Total Building Utilities and Maintenance  
 Local Property Management Service (CCRM)  
 Landscaping & Plant Maintenance  
 CapEx / Maintenance CapEx  
 Management Fee due to Amidee Capital Group, Inc.  
 Contribution to Corporate Overhead  
 Total Insurance Premiums  
 Other  
 Total Disbursements

Operating Cash Flow

Restructuring Activity  
 Professional Fees  
 Trustee Fees  
 Other Costs  
 Total Restructuring Costs

Beginning Available Balance (Cash)  
 Net Cash Flow from Operations  
 Available Balance Subtotal pre Debt Service

Debt Service  
 DIP Facility  
 NCN Lending LLC  
 Downpayment / Payments on Windstorm Insurance  
 Draws/Paydowns on Revolver or other Borrowing  
 Other (Bank Fees)  
 Total Principal & Interest Payments

Ending Available Balance (Cash)

**STAPLES ST BUILDING (CORPUS CHRISTI) - 6-MONTHS CASH FLOW PROJECTIONS**

	January 5th to 31st 1	February Full Month 2	March Full Month 3	April Full Month 4	May Full Month 5	June Full Month 6	6-Mths Ending 6/30/2010
\$	-	\$ 30,429	\$ 30,429	\$ 30,429	\$ 30,429	\$ 30,429	\$ 152,144
\$	-	\$ 5,000	\$ -	\$ -	\$ -	\$ -	\$ 5,000
\$	10,104	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 10,104
\$	10,104	\$ 35,429	\$ 30,429	\$ 30,429	\$ 30,429	\$ 30,429	\$ 167,248
\$	(4,223)	\$ (20,223)	\$ (13,046)	\$ (12,386)	\$ (13,083)	\$ (12,386)	\$ (75,345)
\$	(1,500)	\$ (1,500)	\$ (1,500)	\$ (1,500)	\$ (1,500)	\$ (1,500)	\$ (9,000)
\$	-	\$ (806)	\$ (806)	\$ (806)	\$ (806)	\$ (806)	\$ (4,032)
\$	(700)	\$ (1,400)	\$ (1,400)	\$ (1,400)	\$ (1,400)	\$ (1,400)	\$ (7,700)
\$	-	\$ (913)	\$ (913)	\$ (913)	\$ (913)	\$ (913)	\$ (4,564)
\$	-	\$ -	\$ (5,453)	\$ (5,382)	\$ (5,382)	\$ (5,382)	\$ (21,598)
\$	-	\$ (4,643)	\$ (1,489)	\$ (1,489)	\$ (1,489)	\$ (1,489)	\$ (10,598)
\$	-	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
\$	(6,423)	\$ (29,485)	\$ (24,606)	\$ (23,875)	\$ (24,572)	\$ (23,875)	\$ (132,832)
\$	3,681	\$ 5,944	\$ 5,823	\$ 6,553	\$ 5,856	\$ 6,553	\$ 34,411
\$	-	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
\$	-	\$ -	\$ (650)	\$ -	\$ -	\$ (650)	\$ (1,300)
\$	-	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
\$	-	\$ -	\$ (650)	\$ -	\$ -	\$ (650)	\$ (1,300)
\$	560	\$ 4,242	\$ 4,186	\$ 3,358	\$ 3,912	\$ 3,768	\$ 560
\$	3,681	\$ 5,944	\$ 5,173	\$ 6,553	\$ 5,856	\$ 5,903	\$ 33,111
\$	4,242	\$ 10,186	\$ 9,358	\$ 9,912	\$ 9,768	\$ 9,672	\$ 33,672
\$	-	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
\$	-	\$ (6,000)	\$ (6,000)	\$ (6,000)	\$ (6,000)	\$ (6,000)	\$ (30,000)
\$	-	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
\$	-	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
\$	-	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
\$	-	\$ (6,000)	\$ (6,000)	\$ (6,000)	\$ (6,000)	\$ (6,000)	\$ (30,000)
\$	4,242	\$ 4,186	\$ 3,358	\$ 3,912	\$ 3,768	\$ 3,672	\$ 3,672

**AMIDEE CAPITAL GROUP, INC. - 6-MONTHS CASH FLOW PROJECTIONS**

Cash Flow Summary - (\$)	January 5th to 31st 1	February Full Month 2	March Full Month 3	April Full Month 4	May Full Month 5	June Full Month 6	6-Mths Ending 6/30/2010
<b>Corporate (ACG)</b>							
Week Ending Date							
Week Number							
<b>Receipts</b>							
ACG Properties	\$ 1,300	\$ 5,500	\$ 5,500	\$ 5,550	\$ 5,550	\$ 5,550	\$ 28,950
Management Fee to ACG	\$ 817	\$ 5,404	\$ 5,571	\$ 5,634	\$ 5,634	\$ 5,634	\$ 28,695
Contribution to Corporate Overhead - Hotels & Resorts	\$ -	\$ -	\$ 15,000	\$ 15,000	\$ 15,000	\$ 15,000	\$ 60,000
Contribution to Corporate Overhead - Apts and Office Buildings	\$ -	\$ 29,269	\$ 39,678	\$ 41,717	\$ 41,717	\$ 41,717	\$ 194,099
<b>Total Receipts</b>	\$ 2,117	\$ 40,172	\$ 65,749	\$ 67,902	\$ 67,902	\$ 67,902	\$ 311,745
<b>Disbursements</b>							
Payroll	\$ -	\$ (12,013)	\$ (12,013)	\$ (8,191)	\$ (8,191)	\$ (8,191)	\$ (48,599)
Sylvanfield Rent	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
CapEx / Maintenance CapEx	\$ -	\$ (1,000)	\$ (1,250)	\$ (1,250)	\$ (1,250)	\$ (1,250)	\$ (6,000)
Other	\$ -	\$ -	\$ (1,000)	\$ (1,000)	\$ (1,000)	\$ (1,000)	\$ (4,000)
<b>Total Disbursements</b>	\$ -	\$ (13,013)	\$ (14,263)	\$ (10,441)	\$ (10,441)	\$ (10,441)	\$ (58,599)
<b>Operating Cash Flow</b>	\$ 2,117	\$ 27,159	\$ 51,486	\$ 57,461	\$ 57,461	\$ 57,461	\$ 253,146
<b>Restructuring Activity</b>							
Professional Fees	\$ -	\$ (25,000)	\$ (50,000)	\$ (50,000)	\$ (50,000)	\$ (50,000)	\$ (225,000)
Trustee Fees	\$ -	\$ -	\$ (650)	\$ -	\$ -	\$ (650)	\$ (1,300)
Other Costs	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Total Restructuring Costs</b>	\$ -	\$ (25,000)	\$ (50,650)	\$ (50,000)	\$ (50,000)	\$ (50,650)	\$ (226,300)
<b>Beginning Available Balance (Cash)</b>	\$ 1,313	\$ 3,430	\$ 5,589	\$ 6,426	\$ 13,887	\$ 21,348	\$ 1,313
<b>Net Cash Flow from Operations</b>	\$ 2,117	\$ 2,159	\$ 836	\$ 7,461	\$ 7,461	\$ 6,811	\$ 26,846
<b>Available Balance Subtotal pre Debt Service</b>	\$ 3,430	\$ 5,589	\$ 6,426	\$ 13,887	\$ 21,348	\$ 28,159	\$ 28,159
<b>Debt Service</b>							
DIP Facility	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Draws/Paydowns on Revolver or other Borrowing	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Other (Bank Fees)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Total Principal &amp; Interest Payments</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Ending Available Balance (Cash)</b>	\$ 3,430	\$ 5,589	\$ 6,426	\$ 13,887	\$ 21,348	\$ 28,159	\$ 28,159
Intercompany Administrative Expense due to Coastal Breeze from ACG	\$ -	\$ (4,321)	\$ (9,353)	\$ (14,332)	\$ (19,312)	\$ (24,291)	\$ (24,291)
Intercompany Administrative Expense due to Park Place from ACG	\$ -	\$ (4,397)	\$ (9,929)	\$ (15,409)	\$ (20,888)	\$ (26,367)	\$ (26,367)
Intercompany Administrative Expense due to Oak Pointe from ACG	\$ -	\$ (12,255)	\$ (30,350)	\$ (48,554)	\$ (66,757)	\$ (84,961)	\$ (84,961)
Intercompany Administrative Expense due to Harbour Glen from ACG	\$ -	\$ (6,920)	\$ (11,163)	\$ (17,530)	\$ (23,897)	\$ (30,264)	\$ (30,264)
Intercompany Administrative Expense due to Sylvanfield from ACG	\$ -	\$ (760)	\$ (1,456)	\$ (2,143)	\$ (2,831)	\$ (3,518)	\$ (3,518)
Intercompany Administrative Expense due to Findlay from ACG	\$ -	\$ (616)	\$ (1,243)	\$ (1,862)	\$ (2,481)	\$ (3,100)	\$ (3,100)
Intercompany Administrative Expense due to Corpus Christi from ACG	\$ -	\$ -	\$ (5,453)	\$ (10,834)	\$ (16,216)	\$ (21,598)	\$ (21,598)

Exhibit A

**AMIDEE CONSOLIDATED - 6-MONTHS CASH FLOW PROJECTIONS**

Cash Flow Summary - (\$)												
Staples Street Office Building												
Week Ending Date												
Week Number												
Receipts												
Total Rents												
Amidee Capital Group, Inc. - Overhead												
Total Receipts												
	\$	37,959	\$	190,206	\$	190,800	\$	192,900	\$	192,900	\$	997,663
	\$	2,117	\$	40,172	\$	65,749	\$	67,902	\$	67,902	\$	311,745
	\$	40,076	\$	230,378	\$	256,549	\$	260,801	\$	260,801	\$	1,309,408
Disbursements												
Total Payroll												
Total Building Utilities and Maintenance												
CapEx / Maintenance CapEx												
Management Fee due to Amidee Capital Group, Inc.												
Contribution to Corporate Overhead												
Landscaping, Management & Other Fees												
Total Insurance Premiums												
	\$	(7,240)	\$	(185,359)	\$	(164,431)	\$	(152,644)	\$	(152,644)	\$	(814,760)
Operating Cash Flow												
	\$	32,836	\$	45,019	\$	92,118	\$	108,157	\$	108,160	\$	494,647
Restructuring Activity												
Professional Fees												
Trustee Fees												
Other Costs												
	\$	-	\$	(25,000)	\$	(50,000)	\$	(50,000)	\$	(50,000)	\$	(225,000)
	\$	-	\$	-	\$	(6,500)	\$	-	\$	(6,500)	\$	(13,000)
	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
Total Restructuring Costs												
	\$	-	\$	(25,000)	\$	(56,500)	\$	(50,000)	\$	(50,000)	\$	(238,000)
Beginning Available Balance (Cash)												
	\$	24,292	\$	57,128	\$	46,257	\$	38,986	\$	54,252	\$	24,292
Net Cash Flow from Operations												
	\$	32,836	\$	20,019	\$	35,618	\$	58,157	\$	58,160	\$	256,647
Available Balance Subtotal pre Debt Service												
	\$	57,128	\$	77,147	\$	81,876	\$	97,142	\$	112,412	\$	280,939
Debt Service												
DIP Facility												
Adequate Assurance Payments to Lenders												
Draws/Paydowns on Revolver or other Borrowing												
Other (Bank Fees)												
	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
	\$	-	\$	(30,890)	\$	(42,890)	\$	(42,890)	\$	(42,890)	\$	(202,450)
Ending Available Balance (Cash)												
	\$	57,128	\$	46,257	\$	38,986	\$	54,252	\$	69,522	\$	78,489

Exhibit A

# CERTIFICATE OF NOTICE

District/off: 0541-2  
Case: 10-20041

User: bcor  
Form ID: pdf002

Page 1 of 1  
Total Noticed: 7

Date Rcvd: Feb 26, 2010

The following entities were noticed by first class mail on Feb 28, 2010.

db +Amidee Capital Group, Inc., 14420 W. Sylvanfield Drive, Suite 100, Houston, TX 77014-1679  
cr +Criterion Brock, P.O. Box 22107, Milwaukie, OR 97269-2107  
intp +David Jenkins, c/o Patrick L. Hughes, Haynes and Boone, LLP,  
1221 McKinney Street, Suite 2100, Houston, TX 77010-2020  
cr +Lone Star Bank, c/o Ted L. Walker, 402 Main St., 9th Floor, Houston, TX 77002-1802  
intp +Michael Wilson, c/o Patrick L. Hughes, Haynes and Boone, LLP, 1221 McKinney St., Suite 2100,  
Houston, TX 77010-2020  
cr +National Guardian Life Insurance Company, Two East Gilman Street, Madison, WI 53703-1494  
cr +Pasadena Independent School District, c/o Law Office of Dexter D. Joyner, 4701 Preston Ave,  
Pasadena, Tx 77505-2050

The following entities were noticed by electronic transmission.

NONE.

TOTAL: 0

\*\*\*\*\* BYPASSED RECIPIENTS (undeliverable, \* duplicate) \*\*\*\*\*

cr Armando G. Aviles  
cr Jerome S Schwartz  
cr Nueces County  
cr Sterling Bank

TOTALS: 4, \* 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.  
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Feb 28, 2010

Signature:

